

RECORDATION NO. 28045 FILED

OCT 01 '09 -2 5 5 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1842)
ELLSWORTH C. ALVORD (1984)

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OF COUNSEL
URBAN A. LESTER

October 1, 2009

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Master Rail Lease Agreement and Equipment Schedule No 1 and Equipment Schedule No. 2, dated as of September 30, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents

The names and addresses of the parties to the enclosed document are:

Lessor: RBS Asset Finance, Inc.
71 S. Wacker Drive
28th Floor
Chicago, Illinois 60606

Lessee: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, Texas 75207

Anne K. Quinlan, Esq.
October 1, 2009
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A description of the railroad equipment covered by the enclosed document is:

210 railcars: TILX 161041 - TILX 161100 and TILX 538051 - TILX 538200.

A short summary of the document to appear in the index is:

Memorandum of Master Rail Lease Agreement and Equipment Schedule No 1 and Equipment Schedule No. 2.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bhs
Enclosures

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EXECUTION COPY

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF MASTER RAIL LEASE AGREEMENT
AND
EQUIPMENT SCHEDULE NO. 1 AND EQUIPMENT SCHEDULE NO. 2
(RBSAF-TILC)**

THIS MEMORANDUM OF MASTER RAIL LEASE AGREEMENT AND EQUIPMENT SCHEDULE NO. 1 AND EQUIPMENT SCHEDULE NO. 2 made and entered into as of September 30, 2009 (this "Memorandum") is between RBS ASSET FINANCE, INC., a New York corporation, as Lessor ("Lessor"), and TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, as Lessee ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Master Rail Lease Agreement (as amended, supplemented or modified, the "*Lease Agreement*"), dated as of September 30, 2009, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor assorted railroad cars, to be described in equipment schedules thereto, including (i) the railcars described in Equipment Schedule No. 1 to Lease Agreement, dated as of September 30, 2009 ("*Equipment Schedule No. 1*") between Lessor and Lessee, and (ii) the railcars described in Equipment Schedule No. 2 to Lease Agreement, dated as of September 30, 2009 ("*Equipment Schedule No. 2*") between Lessor and Lessee.

The undersigned have entered into Equipment Schedule No. 1, whereby assorted railroad cars set forth on Exhibit A attached hereto (collectively, the "*Equipment Schedule No. 1 Equipment*"), are made subject to the Lease Agreement.

The undersigned have entered into Equipment Schedule No. 2, whereby assorted railroad cars set forth on Exhibit B attached hereto (collectively with the Equipment Schedule No. 1 Equipment, the "*Equipment*"), are made subject to the Lease Agreement.

This Memorandum is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) for the purpose of giving record notice and evidence of the Lease, Equipment Schedule No. 1, Equipment Schedule No. 2 and the Equipment.


The parties hereto are the named parties to the Lease Agreement and such parties do hereby acknowledge and confirm the rights and obligations made therein and the interests of the Lessor therein.

For the purposes of facilitating the execution of this Memorandum, this Memorandum may be executed simultaneously in any number of counterparts, each of which counterparts shall be deemed to be an original, and all of which counterparts shall constitute but one and the same instrument.

Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in the Lease Agreement.

IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

RBS ASSET FINANCE, INC., as Lessor

By: 
Name: Soula Perakis
Title: Assistant Vice President

TRINITY INDUSTRIES LEASING COMPANY, as
Lessee

By: _____
Name: _____
Title: _____

Memorandum of Lease (STB)

STATE OF ILLINOIS

§

§ SS:

COUNTY OF COOK

§

On this 29th day of September 2009, before me personally appeared Soula Perakisto to me personally known, who being by me duly sworn, says that he/she is AVP of RBS ASSET FINANCE, INC., and that the foregoing Memorandum of Master Rail Lease Agreement and Equipment Schedule No. 1 and Equipment Schedule No. 2 was signed on behalf of said entity. Further, he/she acknowledged that the execution of the foregoing Memorandum of Master Rail Lease Agreement and Equipment Schedule No. 1 and Equipment Schedule No. 2 was the free act and deed of said entity.



Misty Watte
Notary Public

[Notarial Seal]

My commission expires.

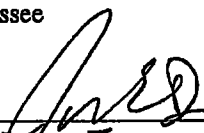
March 22, 2010

IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

RBS ASSET FINANCE, INC., as Lessor

By: _____
Name: _____
Title: _____

TRINITY INDUSTRIES LEASING COMPANY, as
Lessee

By:  _____
Name: James E. Perry
Title: Vice President, Treasurer and Assistant Secretary

STATE OF TEXAS

§

SS:

§

COUNTY OF DALLAS

§

On this 30th day of September, 2009, before me personally appeared James E. Perry, to me personally known, who being by me duly sworn, says that he/she is V. President, Treasurer, and Asst. Secretary of TRINITY INDUSTRIES LEASING COMPANY, and that the foregoing Memorandum of Master Rail Lease Agreement and Equipment Schedule No. 1 and Equipment Schedule No. 2 was signed on behalf of said entity. Further, he/she acknowledged that the execution of the foregoing Memorandum of Master Rail Lease Agreement and Equipment Schedule No. 1 and Equipment Schedule No. 2 was the free act and deed of said entity.



Danielle Henderson
Notary Public

My commission expires.

6/9/2012

EXHIBIT A

DESCRIPTION OF EQUIPMENT UNDER EQUIPMENT SCHEDULE NO. 1

150 Covered Triple Hopper Cars with a 5,380 cubic foot capacity and the following respective reporting marks:

TILX538051	TILX538076	TILX538101	TILX538126	TILX538151	TILX538176
TILX538052	TILX538077	TILX538102	TILX538127	TILX538152	TILX538177
TILX538053	TILX538078	TILX538103	TILX538128	TILX538153	TILX538178
TILX538054	TILX538079	TILX538104	TILX538129	TILX538154	TILX538179
TILX538055	TILX538080	TILX538105	TILX538130	TILX538155	TILX538180
TILX538056	TILX538081	TILX538106	TILX538131	TILX538156	TILX538181
TILX538057	TILX538082	TILX538107	TILX538132	TILX538157	TILX538182
TILX538058	TILX538083	TILX538108	TILX538133	TILX538158	TILX538183
TILX538059	TILX538084	TILX538109	TILX538134	TILX538159	TILX538184
TILX538060	TILX538085	TILX538110	TILX538135	TILX538160	TILX538185
TILX538061	TILX538086	TILX538111	TILX538136	TILX538161	TILX538186
TILX538062	TILX538087	TILX538112	TILX538137	TILX538162	TILX538187
TILX538063	TILX538088	TILX538113	TILX538138	TILX538163	TILX538188
TILX538064	TILX538089	TILX538114	TILX538139	TILX538164	TILX538189
TILX538065	TILX538090	TILX538115	TILX538140	TILX538165	TILX538190
TILX538066	TILX538091	TILX538116	TILX538141	TILX538166	TILX538191
TILX538067	TILX538092	TILX538117	TILX538142	TILX538167	TILX538192
TILX538068	TILX538093	TILX538118	TILX538143	TILX538168	TILX538193
TILX538069	TILX538094	TILX538119	TILX538144	TILX538169	TILX538194
TILX538070	TILX538095	TILX538120	TILX538145	TILX538170	TILX538195
TILX538071	TILX538096	TILX538121	TILX538146	TILX538171	TILX538196
TILX538072	TILX538097	TILX538122	TILX538147	TILX538172	TILX538197
TILX538073	TILX538098	TILX538123	TILX538148	TILX538173	TILX538198
TILX538074	TILX538099	TILX538124	TILX538149	TILX538174	TILX538199
TILX538075	TILX538100	TILX538125	TILX538150	TILX538175	TILX538200

EXHIBIT B

DESCRIPTION OF EQUIPMENT UNDER EQUIPMENT SCHEDULE NO. 2

60 Coiled and Insulated Tank Cars with 16,664 gallon capacity and the following respective reporting marks:

TILX161041	TILX161056	TILX161071	TILX161086
TILX161042	TILX161057	TILX161072	TILX161087
TILX161043	TILX161058	TILX161073	TILX161088
TILX161044	TILX161059	TILX161074	TILX161089
TILX161045	TILX161060	TILX161075	TILX161090
TILX161046	TILX161061	TILX161076	TILX161091
TILX161047	TILX161062	TILX161077	TILX161092
TILX161048	TILX161063	TILX161078	TILX161093
TILX161049	TILX161064	TILX161079	TILX161094
TILX161050	TILX161065	TILX161080	TILX161095
TILX161051	TILX161066	TILX161081	TILX161096
TILX161052	TILX161067	TILX161082	TILX161097
TILX161053	TILX161068	TILX161083	TILX161098
TILX161054	TILX161069	TILX161084	TILX161099
TILX161055	TILX161070	TILX161085	TILX161100

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/30/09



Robert W Alvord